

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

AAMCO TRANSMISSIONS, INC.	:	
	:	
Plaintiff/Counterclaim Defendant	:	
v.	:	No. 13-cv-5747
	:	
ROBERT V. ROMANO	:	
	:	
and	:	
	:	
LINDA ROMANO	:	
	:	
Defendants/Counterclaim Plaintiffs	:	

REPLY TO COUNTERCLAIMS

The plaintiff/counterclaim AAMCO Transmissions, Inc. (“ATI”) for its
Reply to the Counterclaims, states:

1. The first numbered paragraph of the Counterclaims is paragraph 27, which incorporates paragraphs 1-26 of the Answer. Those paragraphs are admissions and denials of the allegations of ATI’s Complaint, which contain no factual allegations. Between paragraph 26 and 27 there are approximately 30 pages of narrative entitled “Background”. It is not clear whether this lengthy narrative is incorporated into the Counterclaim or not. To the extent it is, and to the extent paragraphs 1-26 are deemed to contain allegations of fact relating to the

Counterclaims, ATI respectfully refers the Court to the agreements between the parties for their contents and denies any other material allegations of facts.

2. ATI denies the allegations contained in paragraph 28 of the Counterclaims.

3. ATI admits that the Romanos are seeking a declaratory judgment and deny the remaining allegations contained in paragraph 29 of the Counterclaims.

4. In response to paragraph 30 of the Counterclaims, ATI incorporates its responses to paragraphs 1-29 of the Counterclaims.

5. ATI denies the allegations contained in paragraph 31 of the Counterclaims.

6. ATI denies the allegations contained in paragraph 32 of the Counterclaims.

7. ATI denies the allegations contained in paragraph 33 of the Counterclaims.

8. In response to paragraph 34 of the Counterclaims, ATI incorporates its responses to paragraphs 1-33 of the Counterclaims.

9. ATI denies the allegations contained in paragraph 35 of the Counterclaims.

10. ATI denies the allegations contained in paragraph 36 of the Counterclaims.

11. ATI denies the allegations contained in paragraph 37 of the Counterclaims.

12. ATI denies the allegations contained in paragraph 38 of the Counterclaims.

AFFIRMATIVE DEFENSES

First Affirmative Defense

13. The Counterclaims fail to state a claim upon which relief may be granted.

Second Affirmative Defense

14. The Counterclaims are barred by the terms of the agreements between the parties.

Third Affirmative Defense

15. The Counterclaims are barred in whole or in part by the Counterclaim Plaintiffs' unclean hands.

Fourth Affirmative Defense

16. The Counterclaims are barred in whole or in part for the reasons set forth in ATI's Motion to Dismiss Counts 2 and 3 of the Counterclaims.

Respectfully submitted,

/s/ James C. Rubinger
James C. Rubinger (admitted *pro hac vice*)
PLAVE KOCH PLC
12005 Sunrise Valley Drive
Suite 200
Reston, VA 20191
(703) 774-1208 (phone)
(703) 774-1201 (fax)
jrubinger@plavekoch.com (email)

James A. Goniea (Pa. I.D. No. 207313)
WIGGIN AND DANA LLP
Two Liberty Place
50 S. 16th Street, Suite 2925
Philadelphia, PA 19102
(214) 988-7317 (phone)
jgoniea@wiggin.com (email)

Attorneys for Plaintiff/Counterclaim
Defendant